

EXHIBIT Q

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Attorney for Plaintiff/Counterdefendant
Labor Smart, Inc. and Third-Party Defendants

7 **IN THE UNITED STATES DISTRICT COURT**
8 **IN AND FOR THE DISTRICT OF ARIZONA**

9 LABOR SMART, INC.

Case No: 2:22-cv-00357-PHX-DJH

10 Plaintiff,
11 vs.

**DECLARATION OF MICHAEL
HOLLEY**

12 JASON AND MELISSA TUCKER.

13 Defendants.

(Before the Hon. D. Humetewa)

14 And related Counterclaims
15 and Third-Party Claims.

17 I, Michael Holley, declare as follows:

18 1. Takeover Industries, Inc. ("Takeover") was formed as a Nevada corporation
19 in January 2021. Toby McBride and myself were the original Takeover shareholders.

20 2. I was Takeover's President from its incorporation through December 2021.

21 3. Takeover was in the business of selling nutritional drinks: hydrogen water
22 ("H Water") and Gamershots.

23 4. Takeover contracted with H2ForLife to manufacture the H Water. Danny
24 Day is the founder and principal owner of H2ForLife.

25 5. Takeover's H Water contained 5 ingredients: spring water, colloidal
26 platinum, colloidal gold, colloidal zinc and colloidal copper. Takeover did not own any
27 formula or recipe for its H Water. The formula was owned by H2ForLife.

28 6. Takeover's H Water was sold in cans. The H Water ingredients were on the

1 can and on the Takeover website. Takeover made no effort to keep the ingredients for its
2 H Water secret or confidential.

3 7. Takeover did not sell its H Water in different flavors. Takeover only sold
4 unflavored H Water.

5 8. Takeover did not own its own formula or process for making the H Water.
6 For example, Takeover did not know the amount of each ingredient in the H Water, nor
7 did it know the manufacturing method for making the H Water, such as temperature,
8 mixing, stirring, or the amount of hydrogen to be added to make the H Water. These were
9 things that were known only by H2ForLife. The particulars of both the formula and process
10 for manufacturing the H Water were known only to H2ForLife.

11 9. Takeover never sold a nootropic beverage.

12 10. Takeover never owned any trademarks.

13 11. Takeover initially marketed H Water as "NXT LVL" hydrogen water.

14 12. On April 14, 2021, Takeover filed with the United States Patent and
15 Trademark Office its Application for Registration of the Trademark "NXT LVL UP". After
16 Takeover filed its Application, Next Level Fitness Water, Inc. ("Next Level") filed its
17 Opposition, based on its ownership in the mark "NEXT LEVEL FITNESS WATER". A
18 copy of the Opposition is attached as **Exhibit "1"**.

19 13. On March 11, 2022, Next Level filed a Notice of Opposition with the United
20 States Patent and Trademark Office.

21 14. On May 4, 2023, Takeover and Next Level entered into a "Trademark Phase-
22 Out Agreement". Pursuant to the Phase-Out Agreement, Takeover agreed to cease using
23 "NXT LVL", except as specifically set forth in the Phase-Out Agreement.

24 15. NextGen Beverages, LLC ("NGB") is a Wyoming limited liability company,
25 formed in June 2023. I was and remain a NGB Manager from origination through the
26 present. I am familiar with the NGB website as it existed from origination through the
27 present.

28 16. NGB did not use any of the photos, images or any other information on the

Takeover website when NGB created its own website.

17. NGB has not used the mark "NXT LVL" in connection with any of its advertising or products.

18. NGB sells a hydrogen water product that is different from the Takeover H2 Water. NGB does not own any formula or recipe for the NGB hydrogen water. The formula is owned by H2ForLife.

19. From June 2021 through September 2025, Takeover had two bank accounts, accounts ending 4362 and 8537, both at Bank of America.

20. Between June 29, 2023 and August 7, 2024, NGB loaned Takeover \$74,000. All of the NGB funds were wired to Takeover account ending 8537.

21. From July 1 through September 30, 2023, there were no transfers from Takeover to NGB from account ending **4362**. From July 1 through September 30, 2023, there were 3 transfers (total of \$25,000) from Takeover to NGB, and in 2024, there were 2 transfers (total of \$26,500) from Takeover to NGB from account ending **8537**.

I declare under penalty of perjury pursuant to the laws of the United States that the foregoing is true and correct.

Dated this 6th day of January, 2026.

MICHAEL HOLLEY

Albert H. Key

By: /s/ Michael Holley